1355384

FORM D

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

JUL 2007

FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

SEC U	JSE ONLY
Prefix	Serial
DATE R	ECEIVED
1	1
1	1

Name of Offering (Ocheck if this is an amendment and name has changed, and indicated)	ate change.)
An offering of Class A Interests, Class C Interests and Class I Interests	
Filing Under (Check box(es) that apply): Rule 504 Rule 505	Rule 506 Section 4(6) Section 4(6)
Type of Filing: New Filing Amendment	PRUCESSE
A. BASIC IDENTIFICA	ATION DATA
Enter the information requested about the issuer	JUL 1 9 2007
Name of Issuer (check if this is an amendment and name has changed, and inc	licate change.)
Ivy/Wachovia Hedged Equities ASW Fund, a Series of Wachovia Alt	
Address of Executive Offices (Number and Street, City, State, Zip Code)	Telephone Number (Including Age Code)
401 S. Tryon Street, TH3, Charlotte, North Carolina 28288-1157	(704) 383-6369
Address of Principal Business Operations (Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)
(if different from Executive Offices)	
Brief Description of Business	
Investment Fund	
Type of Business Organization	
☐ corporation ☐ limited partnership, already	formed
business trust limited partnership, to be for	med
Mon	th Year
Actual or Estimated Date of Incorporation or Organization: 12	2005 ⊠ Actual □ Estimated
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service ab	breviation for State: DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6)

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

CN for Canada; FN for other foreign jurisdiction)

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure To file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.



A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
• Each promoter of the issuer, if the issuer has been organized within the past five years;
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
 Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Wachovia Alternative Strategies, Inc.
Business or Residence Address (Number and Street, City, State, Zip Code)
401 S. Tryon Street, TH3, Charlotte, North Carolina 28202-1934
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Taback, Adam I.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28202-1934
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Ferro, Dennis H.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28202-1934
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Munn, W. Douglas
Business or Residence Address (Number and Street, City, State, Zip Code)
200 Berkeley Street, Boston, MA 02116
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Koonce, Michael H.
Business or Residence Address (Number and Street, City, State, Zip Code)
200 Berkeley Street, Boston, MA 02116
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual)
Moss, Matthew C.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28202-1934

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 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)
Brown, Sheelpa P.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28202-1934
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Lapple, Barbara Ann
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28202-1934
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Nakano, Yukari
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, MA 02116
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)
Patterson, Britta Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28202-1934
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Ballantine, Jacqueline
Business or Residence Address (Number and Street, City, State, Zip Code)
123 Broad Street, Philadelphia, PA 19109
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Coltrin, Robert D.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28202-1934
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Curry, Barbara R.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 201 S. College Street, Charlotte, North Carolina 28202
Check Box(es) that Apply:
Full Name (Last name first, if individual)
DeBerry, Jerry W.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 201 S. College Street, Charlotte, North Carolina 28202

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
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 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)
Ernhart, Danielle B.
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28288-1157
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Lipsett, Lloyd
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, MA 02116
Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner
Full Name (Last name first, if individual)
Mullis, Carol
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 301 S. Tryon Street, TH3, Charlotte, North Carolina 28202-6000
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Ouellette, Kevin
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, MA 02116 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual)
· · · · · · · · · · · · · · · · · · ·
Schwartz, William H.
Business or Residence Address (Number and Street, City, State, Zip Code)
123 Broad Street, Philadelphia, PA 19109
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Sweetman, James
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28202-1934
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Nicolosi, Sean
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, MA 02116
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Veverka, Brian
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, MA 02116

A. BASIC IDENTIFICATION DATA
2. Enter the information requested for the following:
 Each promoter of the issuer, if the issuer has been organized within the past five years;
 Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
• Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
Each general and managing partner of partnership issuers
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Mazitova, Natalia Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Wachovia Alternative Strategies, Inc., 401 S. Tryon Street, TH3, Charlotte, North Carolina 28288-1157
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Bowker, Jane
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, MA 02116
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Kumar, Anil
Business or Residence Address (Number and Street, City, State, Zip Code)
c/o Evergreen Investment Management Company, LLC, 200 Berkeley Street, Boston, MA 02116
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply:
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply:
Full Name (Last name first, if individual)
A diffrance (Last name 113), is individual.
Devices and Device
Business or Residence Address (Number and Street, City, State, Zip Code)
Chall Day(a) that A - by D.
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)
Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner
Full Name (Last name first, if individual)
Business or Residence Address (Number and Street, City, State, Zip Code)

					B. INI	ORMA	TION AB	OUT OF	FERING	;				
1.	Has the	e issuer sold	or does th	e issuer inte	end to seil.	to non-acc	credited inv	estors in th	nisoffering	g?	,	Yes	No	
				Answer	also in Ap	pendix, C	olumn 2, if	filing unde	r ULOE					
Answer also in Appendix, Column 2, if filing under ULOE 2. What is the minimum investment that will be accepted from any individual?									\$100,000	0*				
		e waived			-							•,		
•	-												17	.,
3.	Does the of	ering permi	t joint owr	ership of a	single uni	Ľ							Yes ⊠	No □
4.	Enter the in any commis the offering SEC and/or listed are as dealer only.	sion or simi If a persor with a state sociated per	lar remune to be liste or states, l	ration for set is an asso ist the name	olicitation ciated per of the bro	of purchas son or age oker or dea	sers in conn nt of a brok aler. If mor	ection with er or deale e than five	n sales of s r registere (5) persor	ecurities in d with the is to be	1			
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Dus	siliess of Resi	dence Addre	ess (inumbe	er and Siree	ı, city, su	ile, Zip Co	ode)							
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(Use blank sheet, or copy and use additional copies of this sheet, as necessary)

	C. OFFERING PRICE, NO. OF INVESTORS, EXPENSES AND US	E OF PROCEEDS	
1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box \(\square\) and indicate in the column below the amounts of the securities offered for exchange and already exchanged.		
	Type of Security	Aggregate Offering Price	Amount Already Sold
	Debt		\$0
	Equity	\$0	\$0
	Common Preferred	\$0	\$0
	Convertible Securities (including warrants)	\$0	<u>so</u>
	Partnership Interests	\$0	\$0
	Other (Specify: Limited Liability Company Interests	\$No Maximum	\$28,647,256
	Total	\$No Maximum	\$28,647,256
	Answer also in Appendix, Column 3, if filing under ULOE		<u>. </u>
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."		
		Number Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	105	\$28,647,256
	Non-accredited Investors	0	0
	Total (for filing under Rule 504 only)		
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C-Question 1.		
	Type of offering	Type of Security	Dollar Amount Sold
	Rule 505	N/A	N/A
	Regulation A	N/A	N/A
	Rule 504	N/A	N/A
	Total	N/A	N/A
4.a.	Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$0
	Printing and Engraving Costs		\$0
	Legal Fees		\$50,000
	Accounting Fees		\$0
	Engineering Fees		\$0
	Sales Commissions (Specify finder's fees separately)		\$1,500,000
	Other Expenses (identify): Blue Sky Fees, miscellaneous	⊠	\$15,000
	Total		\$1,565,000

OFFERING PRICE, NUMBER OF INVESTORS, EXPI	ENSES AND USE OF PROCEEDS			
Enter the difference between the aggregate offering price total expenses furnished in response to Part C-Question a proceeds to the issuer."		⊠	S	27,082,256
*expenses estimated on \$100,000,000 offering amount				
Indicate below the amount of the adjusted gross proceeds for each of the purposes shown. If the amount for any pur check the box to the left of the estimate. The total of the gross proceeds to the issuer set forth in response to Part C-	pose is not known, furnish an estimate and be payments listed must equal the adjusted			
		Payments to		
		Officers, Directors, & Affiliates		Payments To Others
Salaries and Fees		□ \$ 0	□ \$	0
Purchase of real estate		□ \$ 0	□ \$	0
Purchase, rental or leasing and installation of machine	ery and equipment	□ \$ 0	□ \$	0
Construction or leasing of plant buildings and facilities	es	□ \$ 0	□ s	0
Acquisition of other businesses (including the value o may be used in exchange for the assets or securities o		□ \$0	□ \$	0
Repayment of indebtedness		□ \$0	□ \$	0
Working Capital		\$27,082,256	⊠ \$	
Other (specify) Investments in Portfolio Securities		□ \$0	□ \$	0
Column Totals		□ \$0	⊠ \$	
Total Payments Listed (column totals added)		⊠ \$	27,082,25	56
D. FEDER	AL SIGNATURE			
e issuer has duly caused this notice to be signed by the undefollowing signature constitutes an undertaking by the issuer.				11 111 121
itten request of its staff, the information furnished by the iss 2.	uer to any non-accredited investor pursuant			
uer (Print or Type)	Signature	Date		
y/Wachovia Hedged Equities ASW Fund, a	$ \wedge \wedge $	June 24	3,2007	
ries of Wachovia Alternative Strategies atform, LLC	Well			
me of Signer (Print or Type)	Title of Signer (Print or Type)	k		
0 ()1 /			nc	
nil Kumar	Vice President of Wachovia Alten	native Strategies, li	ш.,	



Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)